



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

LLC-1078  
(04/08)

GUIDE FOR ARTICLES OF ORGANIZATION SURRENDER

(Virginia limited liability company to be domesticated under the laws of another jurisdiction)

ARTICLES OF ORGANIZATION SURRENDER OF  
(name of limited liability company)

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

1. The name of the limited liability company is (name of limited liability company).
2. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:
  - A. The limited liability company is presently domesticated in Virginia. The jurisdiction in which the limited liability company is to be domesticated is (name of new jurisdiction of organization).
  - B. *(Set forth any additional provisions that are included in the plan of domestication.)*
3. These articles of organization surrender are being filed in connection with the domestication of the limited liability company as a foreign limited liability company to be organized under the laws of another jurisdiction and the limited liability company is surrendering its certificate of organization under the laws of Virginia.
4. The plan of domestication was approved by a vote of the members in accordance with the provisions of the Virginia Limited Liability Company Act. *(See Instructions for requisite vote.)*
5. The limited liability company hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was organized in this Commonwealth.
6. The limited liability company's mailing address to which the clerk may mail a copy of any process served on him as the limited liability company's agent is (insert mailing address).
7. The limited liability company hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the limited liability company.

Executed in the name of the limited liability company by:

<u>(signature)</u>	<u>(date)</u>
<u>(printed name)</u>	<u>(title (e.g., manager or member))</u>
<u>(limited liability company's SCC ID no.)</u>	<u>(telephone number (optional))</u>

*(If applicable, set forth the following statement: The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See Instructions.)*

*(The articles must be executed in the name of the limited liability company by any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company.)*

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

THIS FORM IS TO BE USED AS A GUIDE ONLY.

SEE INSTRUCTIONS ON THE REVERSE

## INSTRUCTIONS TO FORM LLC-1078

Guideform LLC-1078 has been produced by the Commission as a guide to help you prepare the limited liability company's articles of organization surrender. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

**Approval:** The plan of domestication must be approved by all of the members, unless the articles of organization provide otherwise, or a written operating agreement provides that an amendment to the company's operating agreement may be approved by a lesser number or percentage of members, in which case the plan of domestication shall be likewise approved. See § 13.1-1076 of the Code of Virginia.

**Signature:** The articles must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company. See § 13.1-1003 of the Code of Virginia.

The person signing the articles must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

**IMPORTANT:** If the articles are being signed by a person, other than a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, set forth a statement to this effect below the signature area. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.***

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided, however, that an assessed annual registration fee does not have to be paid if these articles are filed with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

### NOTE

**Important:** A domestic limited liability company not required by law to be a domestic limited liability company may become a foreign limited liability company if, and only if, the laws of the jurisdiction in which the limited liability company intends to domesticate allows for the domestication. See § 13.1-1074 of the Code of Virginia.

The limited liability company shall automatically cease to be a Virginia limited liability company when the certificate of organization surrender becomes effective. See § 13.1-1078 of the Code of Virginia.

If the limited liability company intends to continue to transact business in the Commonwealth as a foreign limited liability company after domestication, then, within thirty days after the effective date of the certificate of organization surrender, it must deliver to the Commission an application for a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1052 of the Code of Virginia together with a copy of its instrument of domestication and articles of organization and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or country under whose laws it is organized or domesticated. See § 13.1-1078 of the Code.